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*Attorneys for Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----x	
In re	:
SEARS HOLDINGS CORPORATION, et al.,	:
Debtors.¹	:
	(Jointly Administered)
-----x	

**NOTICE OF FILING OF EIGHTH
SUPPLEMENTAL ORDINARY COURSE PROFESSIONALS LIST**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

PLEASE TAKE NOTICE that on November 16, 2018, the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”)² entered an *Order Authorizing Debtors to Employ Professionals Used in the Ordinary Course of Business Nunc Pro Tunc to the Commencement Date* (ECF No. 794) (the “**Order**”) authorizing Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”) to establish certain procedures to retain and compensate those professionals that the Debtors employ in the ordinary course of business (collectively, the “**Ordinary Course Professionals**”). Attached to the Order as **Exhibits 1 and 2** are initial lists of Ordinary Course Professionals (collectively, the “**OCP Lists**”).

PLEASE TAKE FURTHER NOTICE that pursuant to the Order, on January 2, 2019 the Debtors retained Lenczner Slaght Royce Smith Griffin LLP (“**Lenczner Slaght**”) as an Ordinary Course Professional to provide litigation legal advice in Canada, subject to the applicable Tier 1 Caps.

PLEASE TAKE FURTHER NOTICE that on February 12, 2019, the Bankruptcy Court entered the *Amended Order Authorizing Debtors to Employ Professionals Used in the Ordinary Course of Business Nunc Pro Tunc to the Commencement Date* (ECF No. 2560) (the “**Amended Order**”) authorizing the Debtors to establish certain procedures to retain and compensate Ordinary Course Professionals subject to the applicable Tier 3 Caps, in addition to the applicable Tier 1 and Tier 2 Caps. Attached to the Amended Order as **Exhibits 1, 2, and 3** are amended lists of Ordinary Course Professionals (collectively, the “**Amended OCP Lists**”).

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Amended Order.

PLEASE TAKE FURTHER NOTICE that pursuant to the Amended Order, the Debtors, in the exercise of their business judgment, seek to add Lenczner Slaght to Tier 3 of the Amended OCP Lists effective *nunc pro tunc* to June 30, 2019.

Tier 3 Ordinary Course Professional

Professional	Address	Contact	Services Performed By Professional
Lenczner Slaght Royce Smith Griffin LLP	130 Adelaide Street West, Suite 2600 Toronto, Ontario Canada M5H 3P5	Attn: Peter Osborne	Provides litigation legal advice in Canada

PLEASE TAKE FURTHER NOTICE that in accordance with the Amended Order, the Debtors consulted with the U.S. Trustee and the Creditors' Committee in advance of filing this OCP List Supplement and neither party objected to the proposed relief contained herein.

PLEASE TAKE FURTHER NOTICE that attached hereto as **Exhibit A** is the initially completed Ordinary Course Professional Affidavit and Retention Questionnaire for Lenczner Slaght, dated December 13, 2018.

Dated: August 5, 2019
New York, New York

/s/ Jacqueline Marcus
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Ray C. Schrock, P.C.
Jacqueline Marcus
Garrett A. Fail
Sunny Singh

*Attorneys for Debtors
and Debtors in Possession*

Exhibit A

Completed Ordinary Course Professional Affidavit and Retention Questionnaire

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re	:	x
	:	Chapter 11
SEARS HOLDINGS CORPORATION, <i>et al.</i> ,	:	
	:	Case No. 18-23538 (RDD)
Debtors. ¹	:	(Jointly Administered)

AFFIDAVIT AND DISCLOSURE STATEMENT OF CHRIS TRIVISONNO,
ON BEHALF OF LENCZNER SLAGHT ROYCE SMITH GRIFFIN LLP

PROVINCE OF ONTARIO)

) s.s.:

CITY OF TORONTO)

Chris Trivisonno, being duly sworn, upon his oath, deposes and says as follows:

1. I am an Associate of Lenczner Slaght Royce Smith Griffin LLP, located at 130 Adelaide St. W., Suite 2600, Toronto, Ontario, Canada, M5H 3P5 (the "Firm").
2. Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "Debtors"), have

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requested that the Firm provide legal services to the Debtors, and the Firm has consented to provide such services (the “**Services**”).

3. The Services include, but are not limited to, the following: litigation legal advice in connection with: (1) the Canadian insolvency filing of Sears Canada in the Ontario Superior Court of Justice (Toronto) and related matters and related litigation including claims to be brought by or on behalf of other stakeholders and/or the estate in that insolvency proceeding; and (2) the proceeding brought in the Ontario Superior Court of Justice and bearing Ontario Court file number 4114/15 by the proposed representative plaintiff 1291079 Ontario Limited, and all related matters.

4. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors’ chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in these chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases. In addition, the Firm does not have any relationship with any such person, such person’s attorneys, or such person’s accountants that would be adverse to the Debtors or their estates with respect to the matters on which the Firm is to be retained.

5. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than principals and regular employees of the Firm.

6. Neither I nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest materially adverse to the Debtors or their estates with respect to the matters on which the Firm is to be retained.

7. As of the commencement of this chapter 11 case, the Debtors owed the Firm \$0 in respect of prepetition services rendered to the Debtors.

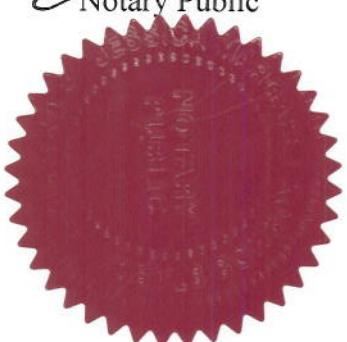
8. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of this inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.

Pursuant to 28 U.S.C. §1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct, and that this Affidavit and Disclosure Statement was executed on December 13, 2018, at Toronto, Canada.


Chris Trivisonno

SWORN TO AND SUBSCRIBED before
Me this 13 day of December, 2018



Notary Public


Certificate of Conformity

I Brendan Morrison a lawyer admitted to practice law in the Province of Ontario, Canada, residing in the Province of Ontario, Canada.

DO CERTIFY AND ATTEST that the Affidavit of Chris Trivisonno sworn December 13, 2018 to be filed in the United States Bankruptcy Court for the Southern District of New York, taken before Jessica Starck, a Notary in the Province of Ontario, being the Province in which it was taken, conforms with the laws for taking affidavits in the Province of Ontario, Canada.

Dated: December 13, 2018



Brendan Morrison

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re	:	x
SEARS HOLDINGS CORPORATION, <i>et al.</i> ,	:	Chapter 11
	:	Case No. 18-23538 (RDD)
Debtors.¹	:	(Jointly Administered)
	:	x

RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED by Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession (collectively, the “**Debtors**”).

All questions **must** be answered. Please use “none,” “not applicable,” or “N/A,” as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of professional:

Lenczner Slaght Royce Smith Griffin LLP

130 Adelaide St. W., Suite 2600,

Toronto, On., Canada, M5H 3P5

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2. Date of retention:

March 2, 2018

3. Type of services to be provided:

Litigation legal advice

4. Brief description of services to be provided:

Litigation legal advice in connection with: (1) the Canadian insolvency filing of Sears Canada Inc. in the Ontario Superior Court of Justice (Toronto) and related matters and related litigation including claims to be brought by or on behalf of other stakeholders and/or the estate in that insolvency proceeding; and (2) the proceeding brought in the Ontario Superior Court of Justice and bearing Ontario Court file number 4114/15 by the proposed representative plaintiff 1291079 Ontario Limited, and all related matters.

5. Arrangements for compensation (hourly, contingent, etc.):

Hourly

(a) Average hourly rate (if applicable):

\$640 CAD (Approximately \$480 USD)

(b) Estimated average monthly compensation based on prepetition retention (if company was employed prepetition):

\$95,000 CAD (Approximately \$71,000 USD)

6. Prepetition claims against the Debtors held by the company:

Amount of claim: None

Date claim arose: N/A

Nature of claim: N/A

7. Prepetition claims against the Debtors held individually by any member, associate, or employee of the company:

Name: N/A

Status: N/A

Amount of claim: N/A

Date claim arose: N/A

Nature of claim: N/A

8. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates for the matters on which the professional is to be employed:

None

9. Name and title of individual completing this form:

Chris Trivisonno, Associate

Dated: December 13, 2018